



POWER OF ATTORNEY ORDINARY GENERAL MEETING 17 MAY 2013

A copy of this authorization(s) duly signed must have been communicated to the Company no later than on **11 May 2013 by e-mail** to generalmeeting@kinepolis.com or **by fax** on 0032-9-241-00-83 or **by regular mail** to Kinepolis Group NV, Juridische Dienst, Moutstraat 132-146, Gebouw Schelde 1, 9000 Gent
To gain access to the aforementioned meeting, the **original** signed copy of the respective authorization must be submitted to the Bureau on **17 May 2013**.

The undersigned

(Physical persons: name, domicile and national registration number)

.....
.....

Or

(Legal entities: corporate name, legal form, corporate registered office and enterprise number)

.....
.....

Represented by:

.....

owner ofvoting shares in the public limited company **“KINEPOLIS GROUP NV”** with registered office at 1020 Brussels, Eeuwfeestlaan 20, Enterprise Number VAT BE 0415.928.179 RLP Brussels

hereby appoints as his/her special proxy holder, with the possibility of substitution¹:

.....

(Surname, name and national registration number)

(Legal entities: corporate name, legal form, corporate registered office, enterprise number and name of the physical person that will act as proxy holder)

to whom he/she confers all powers to represent him/her at the ordinary general meeting of the aforementioned company, to be held at the corporate registered office on **17 May 2013** in order to participate in the deliberations and vote according to the following instructions.

¹ Article 547bis § 1 of the Companies Code stipulates that a shareholder of Kinepolis Group NV may appoint only one person as proxy holder for a particular General Meeting, except in the following cases:
- A shareholder can appoint a separate proxy holder for each form of shares (i.e. registered, book-entry or bearer) he/she possesses, and for each securities account if he/she has Kinepolis Group NV shares on more than one securities account.
- A person who is qualified as shareholder but who acts professionally for the account of other natural persons or legal entities can appoint as proxy holder each of these natural persons or legal entities or a third party designated by them.

The shareholder is requested to complete and sign a separate proxy form for each proxy holder he/she wishes to appoint.

If the shareholder does not fill in the name of the proxy holder (a blank power of attorney), then the proxy might be taken on by a member of the board of directors or an employee of Kinepolis Group. Since the latter persons have a potential conflict of interest with the shareholder, in the meaning of Article 547bis § 4 of the Companies Code, they will only be authorized to vote on the condition that specific voting instructions have been given on each point of the agenda... More specific information on the potential conflicts of interest between shareholders and proxy holders can be found in the Corporate Governance Charter of Kinepolis Group available on <http://investors.kinepolis.com/>.



Agenda and proposal of resolutions for the general meeting

Free translation

1. Examination and discussion of the annual reports of the Board of Directors on the unconsolidated and consolidated annual accounts relating to the fiscal year ending 31 December 2012.

This point does not request a voting.

2. Examination and discussion of the auditor's report on the unconsolidated accounts ending 31 December 2012 and the auditor's report on the consolidated annual accounts ending 31 December 2012.

This point does not request a voting.

3. Examination, discussion and approval of the unconsolidated annual accounts for the fiscal year ending on 31 December 2012 and of the proposed appropriation of the result.

Proposal of resolution:

Approval of the unconsolidated annual accounts for the fiscal year ended on 31 December 2012, including the appropriation of the result and establishing the gross dividend of 2,36 euro per share (*).

(*)Taking into consideration the fact that own shares held by Kinepolis Group NV are not eligible for dividends, the gross amount per share is calculated on the basis of the number of shares that are eligible for dividends on the date of the General Meeting.

Vote instruction – Agenda item n°3:

APPROVAL

REJECTION

ABSTENTION

4. Examination and discussion of the consolidated annual accounts for the fiscal year ending 31 December 2012.

This point does not request a voting.

5. Discharge of directors

Proposal of resolution:

Granting discharge, by separate vote, to each of the directors for the exercise of their mandate during the fiscal year ending 31 December 2012.



Vote instruction – Agenda item n°5:

Discharge Mr. Philip Ghekiere

APPROVAL **REJECTION** **ABSTENTION**

Discharge Mr. Joost Bert

APPROVAL **REJECTION** **ABSTENTION**

Discharge Mr. Eddy Duquenne

APPROVAL **REJECTION** **ABSTENTION**

Discharge BVBA Management Center Molenberg represented by Mr. Geert Vanderstappen

APPROVAL **REJECTION** **ABSTENTION**

Discharge Mr. Marc Van Heddeghem

APPROVAL **REJECTION** **ABSTENTION**

Discharge BVBA Marion Debruyne represented by Ms. Marion Debruyne

APPROVAL **REJECTION** **ABSTENTION**

Discharge Gobes Comm. V. represented by Raf Decaluwé

APPROVAL **REJECTION** **ABSTENTION**

6. Discharge of auditor

Proposal of resolution:

Granting discharge to the auditor for the exercise of his mandate during the fiscal year ending 31 December 2012.

Vote instruction – Agenda item n°6:

APPROVAL **REJECTION** **ABSTENTION**

7. Examination of resignation and appointment of director

Proposal of resolution:

After examination of the resignation of Mr Marcus Van Heddeghem as Director of the Company as of 17 May 2013, appointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of the BVBA MarcVH-Consult registered at the RLP of Dendermonde, with enterprise number 0500.908.394, with as permanent representative Mr Marcus van Heddeghem, as director of the Company for a period running as of 17 May 2013 to the end of the annual meeting to be held in 2015. He will act as an independent director since he satisfies to the criteria of Article 526ter of the Companies Code and the majority shareholder Kinohold Bis SA did not use his statutory proposal right. His mandate is remunerated.



Vote instruction – Agenda item n°7:

APPROVAL

REJECTION

ABSTENTION

8. Determination of the remuneration of the board of directors

Proposal of resolution:

In application of Article 21 of the Articles of Association, the General Meeting determines the envelope for the global remuneration of the entire Board of Directors for the year 2013 at a total amount of € 335.750, included herein are the remunerations to be received as member of the committees. This envelope will be distributed among the various directors in accordance with the procedure, rules and principles set out in the Annual Report for the fiscal year 2012. If during the fiscal year 2013 more meetings of the committees are organized than the initially foreseen minimum number of meetings in the Corporate Governance Charter, the aforementioned envelope can be adapted in accordance with the principles set out in the Annual report for the fiscal year 2012.

Vote instruction – Agenda item n°8:

APPROVAL

REJECTION

ABSTENTION

9. Variable remuneration of the managing directors

Proposal of resolution:

In accordance with Article 520ter of the Companies Code the general meeting gives its express approval, for the fiscal years 2014 up to and including 2016, to base the complete annual variable remuneration (including the "outperformance bonus") for the managing directors on predetermined objective and measurable performance criteria, to be measured over a period of one year.

Vote instruction – Agenda item n°9:

APPROVAL

REJECTION

ABSTENTION

10. Examination and approval of the Remuneration report, as included in the reports of the Board of Directors on the unconsolidated and consolidated annual accounts.

Proposal of resolution:

Approval of the Remuneration report as included in the reports of the Board of Directors on the unconsolidated and consolidated annual accounts.

Vote instruction – Agenda item n°10:

APPROVAL

REJECTION

ABSTENTION



11. Examination of the proposal of the Audit Committee regarding the re- appointment of the statutory auditor and approval of the remuneration of the statutory auditor.

Proposal for resolution:

On proposal of the Board of Directors, assisted for this purpose by the Audit Committee, and after approval of the employees council, renewal of the mandate of the statutory auditor exercised by civ. BCV Klynveld Peat Marwick Goerdeler Chartered Accountants (IBR no B001), Prins Boudewijnlaan 24D, 2550 Kontich, for a period of three years, this being up to the general Assembly to be held in 2016.

The yearly fee for the audit of the individual and consolidated financial statements is set at 155.400 euro, exclusive VAT and indexation.

Civ. BCV Klynveld Peat Marwick Goerdeler Bedrijfsrevisoren appointed Ms Sophie Brabants as permanent representative.

Vote instruction – Agenda item n°11:

APPROVAL

REJECTION

ABSTENTION

12. Delegation of powers

Proposal of resolution:

The Meeting grants proxy to each member of the Board of Directors, as well as to Ms Hilde Herman, electing domicile at the registered offices of the Company for these purposes, each acting alone and with power of substitution, to draw up, execute, sign and perform all documents, instruments, operations and formalities, and to give all necessary and expedient instructions to implement the previous resolutions, as well as to perform all necessary or expedient formalities relating to the above decisions of the Company, including signing and lodging the application to amend the registration of the Company with the services of the Crossroads Bank for Enterprises, the publication of decisions of the Company in the Annexes to the Belgian Official Gazette and the lodging of an extract from these minutes with the clerk's office of the competent commercial court.

Vote instruction – Agenda item n°12:

APPROVAL

REJECTION

ABSTENTION



The bearer of this power of attorney may, among other things:

- attend any other general meeting with the same agenda;
- participate in all deliberations and, in the name of the undersigned, vote, change or reject all decisions relating to the agenda;

The proxy holder will vote on behalf of the Undersigned in accordance with the voting instructions given above. In case of absence of voting instructions to the proxy holder with regard to agenda items or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, the proxy holder will always vote in favor of the proposed resolution, possibly as amended at the meeting.

In case of amendments to the agenda and for proposals of additional resolutions as mentioned in article 533ter of the Companies Code, the company will publish an amended agenda and power of attorney form with, as the case may be, additional agenda items and additional draft resolutions no later than on or before 2 May 2013.

Powers of attorney that reach the company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies apply.

For agenda points for which **new proposals for resolution** have been served, the proxy holder can deviate from the instructions given by the shareholder if the execution of the voting instructions could harm the shareholder that gave the proxy.

Regarding **new agenda points**, the proxy holder will abstain to vote on those new points and the related propositions of resolutions, unless the Undersigned hereby expressly request the proxy holder to vote about those points.

[] proxy to vote about new points and propositions for resolutions

Done inon.....2013

(write "good for proxy" in one's own handwriting and sign)